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FLORIDA/FOREIGN LIMITED LIABILITY CO.**king dog usa, llc**

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**ARTICLES OF ORGANIZATION
OF
KING DOG USA, LLC**

Under the Florida Limited Liability Company Act

**ARTICLE I
NAME**

The name of this limited liability company is KING DOG USA, LLC (hereinafter "the Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 2823 N. Course Drive, Unit 204, Pompano Beach, FL 33069.

**ARTICLE III
DURATION**

The period of duration for the Company is perpetual, except that the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The Company's initial registered agent in Florida is Kenneth C. Bronchick, Esq., whose address is 1761 W. Hillsboro Blvd., Suite 205, Deerfield Beach, FL 33442.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by a Manager. The person who will serve as Manager until the first annual meeting of members or until his successor is elected and qualified is:

Tamer Fahmy
2823 N. Course Drive, Unit 204
Pompano Beach, FL 33069

**ARTICLE VI
MEMBERS CANNOT BIND THE COMPANY**

This Company is managed exclusively by a Manager, and members have no authority to bind it.

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ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Members of the Company have the right to admit new members only upon the written consent of all existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted. An assignee of a member's interest in the Company may become a member only if all existing members consent in writing.

ARTICLE VIII
INVOLUNTARY ASSIGNMENT OF MEMBER INTEREST

In the event that a Member's interest in the Company is taken involuntarily, by levy, foreclosure, charging order, execution, or other similar proceeding, the Company shall not dissolve. The assignee of the Member's interest shall be entitled to no more than to receive the profits and losses attributable to said interest and shall not be entitled to participate in any respect in the management or administration of the Company's business or affairs.

ARTICLE IX
LIMITATION ON MEMBER WITHDRAWAL

No Member of the Company has the right to withdraw or his capital contribution to the Company except upon the consent of all existing members.

ARTICLE X
BUSINESS PURPOSE

The purpose of the Company is to engage in any lawful act or activity for which a limited liability company may be organized under the Florida Limited Liability Company Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on April 10, 2008.


TAMER FAHMY

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for KING DOG USA, LLC at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete

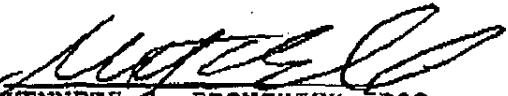
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performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: 4/10/08

By: 
KENNETH C. BRONCHICK, ESQ.

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